



**MINUTES OF THE TRC
GOVERNANCE AND SEARCH COMMITTEE MEETING**

MONDAY 25 NOVEMBER 2013

PRESENT

Mr P Jagger MBE (Chair); Dr R J G Bloomer; Ms J Collier; Mr S Kirk; Ms R Hill; Dr P R Williams.

In Attendance:

Ms A J Oaks, Clerk to TRC Corporation

APOLOGIES

13.01 There were no apologies.

DECLARATIONS OF INTEREST

13.02 Members were reminded of the need to declare any interests. No interests were declared in respect of agenda items however, members reserved the right to declare an interest at any stage of the meeting.

MINUTES

13.03 The Minutes of the meeting held on 24 June 2013 were agreed as a true and accurate record and were signed by the Chairman.

MATTERS ARISING

13.04 Members received a list of actions arising from previous meetings and noted the status of these.

INSTRUMENT AND ARTICLES OF GOVERNMENT

13.05 The Clerk presented the Instrument and Articles of Government for the College which incorporated amendments made in Modification Orders issued in 2010 and 2012 which had been approved after consultation with the Trustees in 2012. Members commented on Clause 21.3 of the Articles, which referred to the appointment of internal and external auditors. The Clerk advised that given the relaxation of the requirement in 2012 for Sixth Form Colleges to appoint Internal Auditors, confirmed within the Joint Audit Code of Practice, the Articles may be amended if the Corporation so wished, by the Corporation effecting the powers given to it in the 2012 Modification Order (Clause 25), to amend the Instrument and Articles accordingly. Without any amendment, the Instrument and Articles as presented, prevail.

The Instrument and Articles of Government 2013 for Thomas Rotherham College were noted and received.

TERMS OF REFERENCE AND REMIT OF THE GOVERNANCE COMMITTEE

- 13.06 Discussion took place with regard to expanding the remit of the Governance Committee to cover the recruitment and selection of members, and that the Committee should be known as the Governance and Search Committee. Draft proposed Terms of Reference for the G&S Committee were presented for consideration. Minor amendments were proposed to 3.3, 4.6 and 5.2.

RESOLVED 13.06 **to recommend the Governance Committee become the Governance and Search Committee and that the Terms of Reference, as amended be approved.**

VACANCIES, TERMS OF OFFICE AND SKILLS ANALYSIS

- 13.07 The Committee received a paper summarising the current position with regard to vacancies and terms of office. A skills analysis and graph showing the ethnicity make-up of the Corporation had also been provided. The Clerk advised that the Corporation would meet its maximum determination of members in December 2013 when two student governors were appointed. It was noted that John Clark would be retiring from the Corporation in the spring term 2014. In terms of appointing to the forthcoming vacancy, a nomination was put forward by the Foundation to appoint Mr Tony Grice. Mr Grice's CV was tabled for information. It was noted that Mr Grice's background and expertise would strengthen the balance of skills amongst members and in particular, the Resources Committee. It was proposed to recommend Mr Grice be appointed based on Governors' personal knowledge of Mr Grice, his skills and expertise and previous employment. It was further proposed to invite Mr Grice to observe meetings of the Corporation and Committees prior to appointment taking effect.

RESOLVED 13.07 **to recommend Mr Tony Grice be appointed as a member (Foundation) of the Corporation for a term of office of four years and that he serve as a member of the Resources Committee**

RESOLVED 13.07 **that the appointment of Mr Grice become effective on the date of Mr John Clark's resignation.**

- 13.08 The Clerk reported that the current Standing Orders of the Corporation did not contain a clause determining the terms of office of members. In the absence of such a clause, the Instrument prevails, which sets out a term of office to be four years, after which time a Governor is eligible for reappointment on the advice of the Governance and Search Committee.
- 13.09 The Clerk advised that in accordance with Nolan it was good practice to determine the number of terms of office which a Governor may serve and that it was appropriate to include this in the Standing Orders. It was noted that terms of office for Foundation members had not been subject to review by the Governance committee in previous years and that in accordance with the Instrument and good governance practice, it was appropriate to determine the term of office for all Governors. The Chair had proposed Governors be appointed for a four year term, followed by a further four years and beyond this a further 2 years, in exceptional circumstances and based on the advice of the G&S Committee.

13.10 The Chairman recognised the significance of the contribution made by the Foundation members, and of the importance of their role in preserving the established character of the Institution. It was clear that Foundation members had engaged very successfully with the Corporation, particularly in terms of diversification amongst members. Discussion took place with regard to the proposal to limit terms of all Governors to ten years maximum and of the nomination process for Foundation members. In terms of nominations coming forward from the Foundation, specifically the remit of the Governance & Search Committee and its statutory responsibility, it was proposed legal advice be sought to clarify the position with regard to their appointment.

RESOLVED 13.10.1 **to reappoint Mrs Jane Collier for a term of four years;**

RESOLVED 13.10.2 **That the Clerk clarify the position with regard to the nomination and subsequent appointment of Foundation members.**

DETERMINATION AND MEMBERSHIP OF COMMITTEES

13.11 The determination and membership of Committee had been dealt with by Chair's action approved by the Corporation at its meeting on 14 October 2013. Following review, the membership had been determined to ensure there was a fair and equitable contribution made by all Governors, that the appropriate skills and expertise were represented on each Committee and that membership was balanced in terms of external, foundation and elected members. Whilst it was noted that the gender balance could be improved, it was recognised that it was more important to ensure the skills of members were relevant to the business of the Committee. All Governors had been informed of the new memberships which would take effect immediately.

RESOLVED 13.11 **To recommend the Corporation ratify the determination of membership and Chairmanship of the Corporation's Committees.**

CODE OF CONDUCT FOR MEMBERS

13.12 Members received a revised draft Code of Conduct for members, which had been amended following consideration by Corporation in October 2013. The existing Code of Conduct had been appended for reference. Revisions were minor and brought the document in line with good governance practice, the Foundation Code of Governance, Education Act and Charities Act 2011. The Clerk confirmed that current members of the Corporation had all signed the Code of Conduct.

RESOLVED 13.12 **To approve the revised Code of Conduct for members.**

STANDING ORDERS OF THE CORPORATION

13.13 In order to provide clarity with regard to specific governance processes, amendments to the Standing Orders of the Corporation were proposed. Members had been circulated with the existing Standing Orders together with a draft of the proposed amendments. The Clerk took Governors through the document which included a clause to determine the term of office of members which had been discussed earlier in the meeting. The proposal to limit the term of office for the Chair and Vice Chair to two terms with a third being approved in exceptional circumstances aligned with the proposals for term of office of members. Additional clauses had been incorporated into the document to set out the procedure for the Removal of Governors, which allowed for the suspension of a member; Succession Planning and clauses to reflect the provisions of the 2012 Modification Order.

13.14 Governors made several comments with regard to the content, and minor amendments were suggested.

RESOLVED 13.14 subject to further amendment as proposed, to recommend the Standing Orders of the Corporation be approved.

Dr Giles Bloomer left the meeting.

FE CODE OF GOVERNANCE – UPDATE AND COMPLIANCE

13.15 A report was presented highlighting the current position with regard to compliance with the FE Code of Governance. It was noted that there were areas where further work was required to become fully compliant. Governors' views with regard to the status were shared and discussed. The Clerk undertook to update the document and to bring back to the next meeting for review.

The report was noted and received.

GOVERNANCE UPDATE

13.16 A report summarising publications relevant to college governance and developments in governance including regulatory changes over the last year was received. The report included reference to the more recent publication 'Review of FE and Sixth Form College governance', copies of which had been circulated to Chairman and Vice Chair of the Corporation.

13.17 The Clerk advised that a repository for governance documentation was being compiled via Skydrive and that once populated Governors would be provided with the log in and password to access the site.

The report was noted and received.

ATTENDANCE AT MEETINGS BY SENIOR MANAGEMENT

13.18 The Chairman sought clarification with regard to the attendance of senior member of staff at Corporation and Committee meetings. It was agreed that due to their expertise, contribution and status in the organisation, senior post holders should attend all meetings of the Corporation and the relevant Committees. The attendance of other members of staff was discussed and it was proposed they be invited to attend at the invitation of the Chair or Principal if business necessitated.

DATE AND TIME OF NEXT MEETING

13.19 The next meeting would be held on Monday 17 March 2014 at 7.00 pm

Signed ___ P Jagger MBE _____ Chair

Date ___ 17 March 2014 _____